

BOARD OF SUPERVISORS

ACTION ITEM

15.c

SUBJECT: Transportation/Land Use Committee Report
ZMAP 2005-0011, Crosstrail

ELECTION DISTRICT: Catoctin

CRITICAL ACTION DATE: June 5, 2007

RECOMMENDATIONS:

Staff: Staff recommends denial of the application due to outstanding land use, utility provision, transportation, fiscal impact, project phasing and zoning issues.

Planning Commission: On September 11, 2006 the Planning Commission voted 5-2-1-1 (Doane, Ruedisueli – opposed; Hsu – absent; Munsey – abstained) to forward the application to the Board of Supervisors with a recommendation of approval.

**Transportation/
Land Use Committee:** On April 23, 2007, the Transportation/Land Use Committee voted 4-1 (Kurtz—opposed) to forward this application to the full Board for action with no recommendation.

BACKGROUND

The Peterson Companies of Fairfax, Virginia have submitted an application to rezone approximately 491 acres as described in the table below. As currently proposed, the application would permit up to 1,000 residential dwelling units (including 20 workforce housing units and up to 80 ADUs), up to 2,000,000 sq ft of office and industrial uses, up to 850,000 sq ft of retail uses, and three public use sites:

Proposed Zoning District	Acreage	Maximum Proposed Development	Maximum Proposed Overall Density
PD-OP (Landbays A2, E)	69.0	500,000 sq ft non-residential uses; 15.5-acre passive Public Park Site	0.40 Floor Area Ratio (FAR)
PD-TC (Landbays A3, A4, A5)	112.1	1,675,000 sq ft non-residential uses (including between 370,000 – 675,000 sq ft of retail and service/restaurant/theater uses); 448 multi-family residential dwelling units (du) (including up to 28 Affordable Dwelling Units (ADUs))	4.00 du/acre (residential) 0.35 FAR (non-residential)
PD-IP (Landbay B1)	53.4	400,000 sq ft non-residential uses (including 8-acre Fire & Rescue Site)	0.19 FAR
PD-CC(SC) (Landbay B2)	30.9	175,000 sq ft non-residential uses (retail)	0.16 FAR
PD-H4 (admin. as R-8 ADU and/or R-16 ADU) (Landbays C1, C2, C3, D)	204.5	552 residential dwelling units (408 single-family attached (277 of which are age-restricted), 144 multi-family (144 of which are age-restricted)) (total includes 35 Age-Restricted ADUs and 17 Non Age-Restricted ADUs); 40-acre passive Public Park Site; 12-acre temporary HOA Park Site (to be developed with up to 100,000 sq ft of PD-OP uses at a later date)	3.07 du/acre (residential) 0.19 FAR (non-residential)
AR-1 (Landbays F, G)	20.9	19-acre Elementary School Site; Open Space	N/A

The majority of the site is currently zoned JLMA-20 (Joint Land Management Area—20), which permits one dwelling unit per 20 acres. The entire property is located within the AI (Airport Impact) Overlay District as depicted on the Zoning Map. Portions of the property are also located within the FOD (Floodplain Overlay

District). This application is subject to the Revised 1993 Zoning Ordinance. A total of 14 zoning modifications are being requested, the majority of which propose changes to the requirements of the proposed PD-TC (Planned Development—Town Center) zoning district.

The property is located generally east of the Dulles Greenway (Route 267), west of Sycolin Road (Route 643) and Leesburg Executive Airport, north of Shreve Mill Road (Route 653) and south of Tolbert Lane in the Catocin Election District. A vicinity map is provided as *Attachment 1*. A small portion of the site (approximately 20 acres) is located west of the Dulles Greenway. The area is governed by the policies of the Revised General Plan and the Toll Road Plan. The portion of the site to the west of the Dulles Greenway is designated by the Revised General Plan as part of the Rural Policy Area, which recommends residential development at a density of one dwelling unit per 20 acres. On December 5, 2006, the Board approved CPAM 2006-0002 (Crosstrail), which amended the Revised General Plan and Toll Road Plan to designate the portion of the site east of the Dulles Greenway and north of the proposed alignment of Crosstrail Boulevard (approximately 414 acres) as Business Community, which supports a mix of uses (i.e., predominantly regional office uses with supporting commercial, light industrial, and high-density residential components). The portion of the site east of the Dulles Greenway and south of the proposed alignment of Crosstrail Boulevard (approximately 56 acres) retained the planned land use designation for Keynote Employment and Business Employment uses, respectively, which support regional office and/or light industrial uses with no residential component.

The Board last considered this application at the May 15, 2007 Board Business Meeting (please refer to the May 15, 2007 Board action item for a summary of Board review prior to that date). At that time, Board members commented on the proposal and requested that the Applicant make a number of changes, voting 9-0 to forward the application to the June 5, 2007 Board Business Meeting for action.

In response to Board comments, the Applicant submitted revised proffers and plats to staff. These materials were received at close of business on May 29, 2007 and contain significant changes from the previous iteration considered by the Board on May 15, 2007. Staff and the Office of the County Attorney are continuing to review the revised proffers and plan sets, and while some issues have been resolved, others continue to remain outstanding. Revised proffers and plan sets (both dated May 25, 2007) are provided as *Attachments 6 and 7*, respectively. County Attorney proffer comments (dated May 30, 2007) are provided as *Attachment 5*. As of this writing (June 1, 2007), the proffer statement (as revised through May 25, 2007) has not been approved as to legal form and a signed version has not been provided to the County.

Notable changes contained in the May 25, 2007 proffers that address staff issues include (1) a commitment to widen a longer segment of Sycolin Road (to now include the portion from Tolbert Lane to the southern Town Limit (Proffer V.C.2.b.)); (2) provision of an increased transit contribution (Proffer V.D.3.), and elimination of a proposed credit for on-site bus shelters (Proffer V.D.2); (3) a commitment to bridge (rather than fill) the major floodplain crossing along proposed Crosstrail Boulevard at the southern end of the site (Proffers VI.H. and VI.B.5.); (4) the movement of a proposed religious institution site to the Town Center portion of the project in order to provide some civic uses within the proposed PD-TC zoning district (Proffer VI.D.); and (5) provision of 20 workforce housing units (Proffer II.A.).

Other changes to the proffers and plat (CDP) include (1) the addition of language regarding the potential extension of sewer to serve Phil Bolen Park (Proffer III.), as well as changes to Sheet 22 of the CDP and to Note 26 on Sheet 1 of the CDP; (2) language to allow up to 20% of accessory office uses and up to 25% of certain hotel uses to be counted toward the total office uses committed to as part of the project's overall non-residential phasing (Proffer II.B.); and (3) changes to conditions placed on the area offered for potential future sale to the Town of Leesburg for future expansion of Leesburg Executive Airport (Proffer II.F.), and removal of the delineation of this area from Sheets 9 and 10 of the CDP.

ISSUES

There are still a number of significant outstanding issues with this application, namely (1) non-conformance with Revised General Plan land use policies within the portion of the site designated as Business Community as specified in CPAM 2006-0002; as well as issues regarding the possible future expansion of the adjacent Leesburg Executive Airport; (2) non-conformance with current County utility provision policies; (3) transportation impacts, namely the timing and extent of proposed off-site road construction (i.e., the timing of paving Shreve Mill Road from the Greenway to Route 621 to ensure that the road is improved prior to the opening of the proposed elementary school in Fall 2010 and the widening of the segment of Sycolin Road between Hope Parkway and Battlefield Parkway); (4) fiscal impacts, including the proposed capital facilities credits for regional transportation improvements and appropriateness of accepting a reduced capital facilities amount for age-restricted dwelling units; (5) overall phasing of the proposed development with respect to the timing, amount and location of non-residential (particularly office) uses; (6) the zoning modification which proposes increased building heights within the proposed Town Center; and (7) highway noise impacting proposed residential units along the Dulles Greenway. A more detailed discussion of the remaining outstanding issues is provided in *Attachment 2*.

FISCAL IMPACT

While there is no discernable, immediate impact on County expenditures associated with this proposal, the various components of the project (non-residential, conventional residential and age-restricted residential uses) will result in varying degrees of fiscal impact to the County. Non-residential uses typically result in revenues that exceed the cost of providing County services to those uses. Revenues generated from conventional residential uses typically are less than the cost of providing County services to those uses. While age-restricted residential uses developments typically have lower capital facility impacts associated with schools, their demands on other capital facilities may be higher, such as with public safety services. Specific fiscal issues associated with this application include (1) the appropriateness of accepting reduced (non-CIF) capital facilities contributions for age-restricted units, and (2) the appropriateness of the Applicant's proposal to credit regional road funds towards anticipated capital facilities contributions when transportation impacts have not been mitigated. The Land Use Impact Factors worksheet is provided as *Attachment 4*.

ALTERNATIVES

The Board may approve, deny, or continue discussion on this application. Please note that any additional review would require a further timeline extension from the Applicant. Should the Board wish to approve this application, staff recommends that the decision be deferred until the June 19, 2007 Board Business Meeting to allow further time to evaluate the most recent revisions to the application, particularly regarding utility provision to the site and surrounding area.

DRAFT MOTIONS

1. I move that the Board of Supervisors deny ZMAP 2005-0011, Crosstrail, based on the attached findings.
OR,
2. I move that the Board of Supervisors forward ZMAP 2005-0011, Crosstrail, to the June 19, 2007 Board Business Meeting for action.
OR,
3. I move an alternate motion.

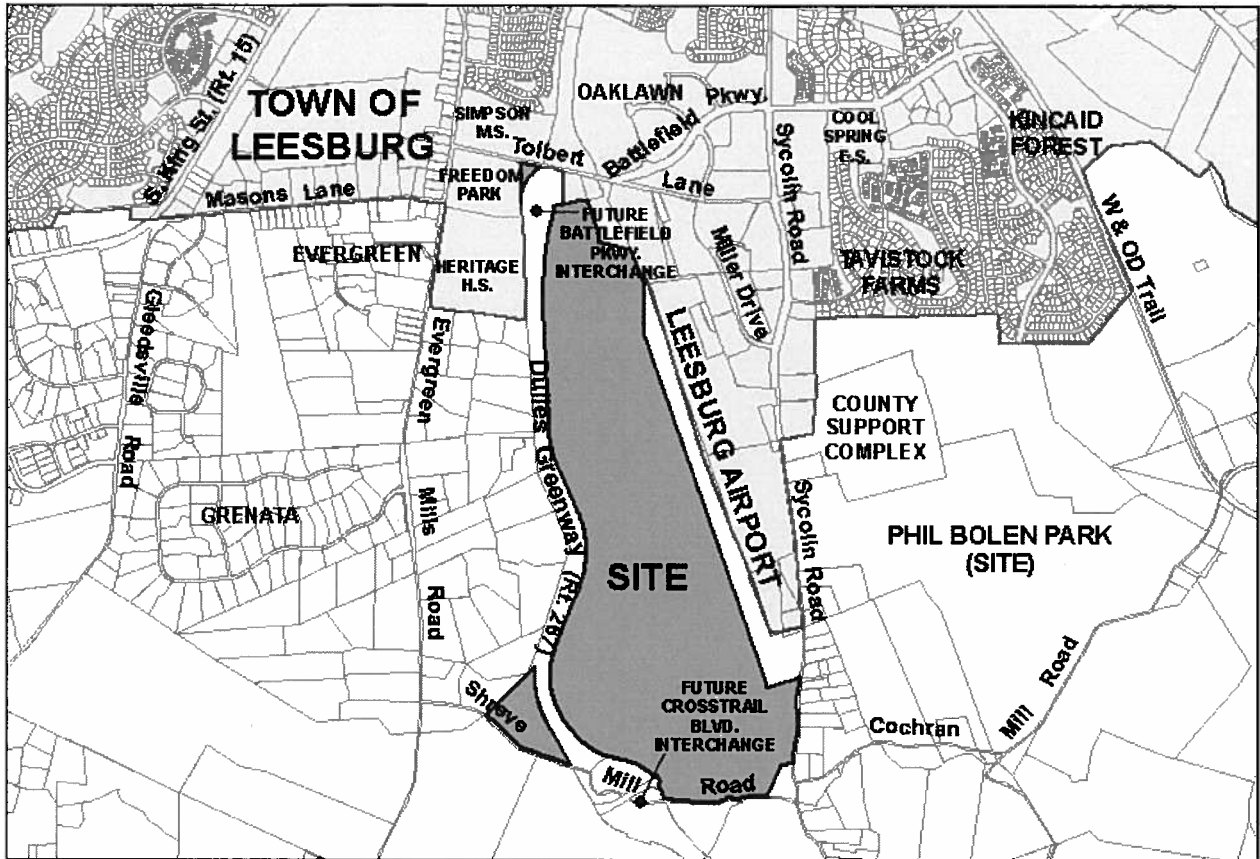
ATTACHMENTS

1. Vicinity Map
2. Issues Discussion
3. Findings for Denial
4. Land Use Impact Factors Worksheet
5. County Attorney Proffer Comments (May 30, 2007)
6. Proffer Statement (Revised May 25, 2007)
7. Concept Development Plan (Revised May 25, 2007)

STAFF CONTACT: **Lou Mosurak, Department of Planning, Ext. 0246**

ZMAP 2005-0011 – CROSSTRAIL

VICINITY MAP



ZMAP 2005-0011 – CROSSTRAIL

ISSUES DISCUSSION

While a number of issues previously identified by staff have been resolved, other items have still not been addressed. The following is a discussion of outstanding issues that remain with this rezoning application. Supporting materials regarding staff analysis of these issues are available as part of the Transportation/Land Use Committee items (January through April 2007) prepared for this application.

1. Planned Land Use

The proposed development is not consistent with the planned land uses adopted for the site as part of the Crosstrail CPAM (CPAM 2006-0002), which was approved by the Board in December 2006. The CPAM changed the designation of a 414-acre portion of the site to Business Community (Regional Office Option), which supports a mix of regional office uses with supporting commercial (retail), light industrial, and high-density residential components. As illustrated by the table below (initially prepared for the February 2007 Community Planning referral addendum), development proposed on the portion of the site designated as Business Community proposes commercial and residential components at levels exceeding those anticipated in the Revised General Plan while the committed office component falls short of the percentage anticipated in the Revised General Plan. As with all rezoning applications, staff calculations of proposed land uses are based on percentage of land area by acreage within each planned land use component of the project.

Regional Office Land Use Category	Land Use Mix	
	<u>Revised General Plan</u>	<u>Proposed by Applicant (on Plat)</u>
High-Density Residential	15-25%	27%
Regional Office	50-70%	15-23%
Commercial Retail & Services	0-10%	16-23%
Light Industrial/Flex	0-20%	4%
Overall Commercial & Light Industrial	0-20%	20-27%
Public & Civic	5%, no max	2-4%
Public Parks & Open Space	10%, no max	26%

(Sources: Revised General Plan, Policy 2, pp. 6-28 to 6-29, & staff calculations)

Additionally, the residential uses proposed in Landbays C2 and C3 (i.e., townhouses at approximately 5.7 DU/acre) are more typical of a suburban townhouse development and are not consistent with the high-density residential uses envisioned by the Business Community policies of the Revised General Plan (which recommend densities between 8 and 16 DU/acre) and which would be more compatible with the adjacent airport uses.

With respect to the Applicant's letter submitted to Board members at the May 15, 2007 Board Business Meeting, staff notes that the land use exhibit included with the letter is identical to that which staff reviewed in February 2007 following approval of the CPAM. As noted in the previous referrals and Committee items, there are a number of major inconsistencies between the Applicant's land use exhibit and the proffered sheets of the CDP. The Applicant's proposal (discussed further below) to categorize up to 20% of accessory office uses and up to 25% of certain hotel uses as "office uses" for the purposes of meeting the project's overall non-residential phasing (Proffer II.B.) would result in an even further reduction of the amount of office use that may actually be realized on the site.

Regarding provision of land for future airport expansion, the Applicant has proffered to potentially sell up to 18 acres within Landbay B1 to the Town of Leesburg for future airport uses. This area is less than the 40 acres that has been requested by the Town and which is shown in the Town's December 2006 Leesburg Executive Airport Master Plan (Service Plan). Even with the changes included in the May 25, 2007 proffers (Proffer II.F.), the language regarding the potential sale of the 18 acres to the Town for airport uses is still

problematic as it includes conditions to which the FAA is unlikely to agree. If the land is encumbered in this way, the FAA may not agree to the purchase. Typically, the FAA requires that land purchased for airport uses be free from such third-party restrictions. Staff recommends that all conditions on future uses be removed from the proffers as such language is more appropriate in a private agreement between the parties involved in the sale. Staff notes that the Leesburg Town Council recently adopted a Town Plan Amendment to create consistency between the Town Plan and the Service Plan.

Letters from the Federal Aviation Administration, the Virginia Department of Aviation, and the Virginia Aviation Board regarding the proposed residential uses on site are attached. These letters, which support staff analysis, were previously submitted directly to the Board from the respective agencies at the time of the Board's vote on CPAM 2006-0002.

2. Utility Provision

The application remains ambiguous regarding the utility service provider (either LCSA or the Town of Leesburg) to the site and other nearby portions of the Leesburg JLMA. The proffers and CDP continue to include the possibility of LCSA water and sewer service to the site (reference Proffer III., Note 26 on Sheet 1 of the CDP, and Sheets 21 and 22 of the CDP). While the proffers, notes and sheets have been slightly revised, they are still inconsistent with current County policy, which states that Town of Leesburg is to be the utility provider within the Leesburg JLMA unless the Town and the County agree otherwise. At this juncture, the Town has not agreed to relinquish service provision to this area, nor has the Town agreed to the joint sewer system depicted on Sheet 22 of the CDP. As such, the referenced CDP note and sheets need to be revised or omitted.

Additionally, Sheet 22 of the CDP depicts potential LCSA water service to the site along the Route 621 corridor from an existing LCSA water line in Landfill Water Service District. Such a connection is not consistent with current County policy as it (1) utilizes a line from the Landfill Water Service District, which is not intended to serve any areas outside of the district around the landfill, and (2) runs through the Rural Policy Area, where central utility systems are not permitted. Information submitted to staff by the Applicant regarding capital facilities credit for utility extensions to the elementary school site indicated that both water and sewer lines would be bored under the Dulles Greenway, not from the south and west via a connection from the existing Landfill Water Service District line through the Rural Policy Area. Staff notes that there is a second proposed LCSA water line to serve the project, which runs along the Sycolin Road corridor through the Transition Policy Area and the Leesburg JLMA.

Further, language added to Proffer III. regarding the potential provision of sanitary sewer service to Phil Bolen Park is problematic for the following reasons:

- (1) No timing is specified.
- (2) The location of the proposed sewer connection would likely be along the park's Cochran Mill Road frontage, which is significantly (approximately 1 mile) farther from the concentration of park facilities than the location of the planned connection to Town utilities. This would result in significant additional costs to the County because of the increased distance lines would have to run through the park site. There would also be greater environmental impacts to the natural and passive portions of the park site.
- (3) Provision of LCSA sewer service to the park site would add considerable uncertainty as to the Town's willingness to serve other existing and planned County facilities in the area (including the Adult Detention Center).

3. Transportation/Transit

Although the Applicant has revised the proffers to provide for the widening of a longer segment of Sycolin Road (now proposed to be improved from 500 feet south of Tolbert Lane to the southern Town Limits – a

distance of approximately 3,500 feet), additional road improvements are still recommended to effectively mitigate the development's impacts on the surrounding regional road network. With the additional improvement proposed, only one of two narrow sections along Sycolin Road would be eliminated. The Applicant should commit to widening the segment of Sycolin Road between Hope Parkway and Battlefield Parkway (i.e., the remainder of Phase III of the Town's Sycolin Road project) in order to eliminate the remaining narrow section. Additionally, as previously recommended, the Applicant should commit to providing improvements (i.e., a paved two-lane section) to Shreve Mill Road in a timeframe that ensures the improvements are completed for the projected opening of the elementary school in Fall 2010. A revised map of all Applicant-proposed and staff-recommended road improvements is attached.

Staff acknowledges and appreciates the Applicant's commitment to provide an appropriate transit contribution (\$989.00/market rate unit, totaling \$909,880.00). The May 25, 2007 proffer statement also eliminates the Applicant's previously-proposed credit against the transit contribution for on-site bus shelters. **Transit issue resolved.**

4. Fiscal Impact/Capital Facilities

The application proposes a capital facilities credit totaling \$2.3 million (Proffer VI.A.3.) for regional transportation facilities for the on-site portion of Crosstrail Boulevard and off-site portions of Shreve Mill Road, Sycolin Road and Battlefield Parkway based on the regional transportation character and/or timing of construction of these improvements (\$2,500.00 x 920 market rate units on site = \$2.3 million). Such a credit is not consistent with current County policy, given that the transportation impacts generated by the proposed development itself have not been mitigated, as outlined above.

Staff defers to the Board for guidance regarding the appropriateness of accepting a reduced capital facilities contribution (i.e., use of the non-school CIF) for age-restricted units on site. Generally speaking, while age-restricted units generate less of an impact on schools, costs associated with public safety and social services are typically higher than with conventional (non age-restricted) units.

5. Project Phasing/Office Uses

While the application has advanced the phasing of some non-residential uses to an earlier point in the overall development of the project (relative to residential uses), the amount of non-residential uses proposed does not ensure that a balance of residential and non-residential uses will be ultimately realized. The Revised General Plan calls for mixed-use projects to provide a development phasing plan that will establish a build-out relationship between the residential and non-residential components of the project that is consistent with the County's goals for the project area (Revised General Plan, Policy 6, p. 6-7). As currently proffered (Proffer II.B.), only 28% (800,000 sq ft) of the total 2.85 million sq ft of non-residential uses are required to be constructed by the time that all 1,000 residential units are permitted. When compared to another recent mixed-use development (One Loudoun), the phasing plan commits to a much lower overall percentage of non-residential uses.

Regarding office uses, while the proffers have been revised to commit to a minimum of 200,000 sq ft of office uses within the Town Center (Proffer II.B.1.) and a minimum of 465,000 sq ft office uses within the development as a whole (inclusive of the Town Center) (Proffer II.B.3.), the Applicant proposes a non-conventional interpretation of office uses in order to reduce the amount of actual office uses that may actually be realized by including language that up to 20% of the 465,000 sq ft of overall office uses on site (i.e., up to 93,000 sq ft, including up to 40,000 sq ft within the Town Center) be permitted as accessory uses (e.g., office uses within a retail or service establishment, etc) and that up to 25% of the 465,000 sq ft of overall office uses on site (i.e., up to 116,250 sq ft) be satisfied by the construction of business oriented hotels. Such a proposal is contrary to usual administrative zoning practices, as accessory uses would never be counted against principle uses and are not even "parked" to office standards. Hotels, regardless of their client focus, are not office uses, and staff fails to understand the Applicant's logic in this regard other than to

reduce the overall commitment to providing office uses on site. Office uses are the principle component of the Keynote Employment land use designation (on the 56 acres south of Crosstrail Boulevard) and are integral to the mixed use Business Community land use designation (approved for the 414 acres north of Crosstrail Boulevard). As currently proposed, the application provides significantly less office uses than would be necessary in order to comply with the land uses approved with the Crosstrail CPAM.

6. Zoning Modifications

Staff does not recommend approval of the Applicant's requested zoning modification to permit increased building heights in the PD-TC zoning district (Town Center, Landbays A3, A4, and A5) (Applicant's Modification #4), which proposes building heights up to 80 feet anywhere within the proposed PD-TC district. (The Zoning Ordinance permits buildings up to 60 feet in height in the PD-TC core and 40 feet in the PD-TC fringe). The proposed modification would reduce and possibly eliminate the distinctions between the two fundamental components of the Town Center (core and fringe) and would allow for more intensity on the site, resulting in a greater potential for conflict between the proposed development and operations at the adjacent Leesburg Executive Airport.

Regarding the Applicant's proposed zoning modification to reduce the amount of civic uses within the PD-TC zoning district (Applicant's Modification #11), the Applicant is now proposing to market a minimum five-acre site within the Town Center to a religious institution for a period of ten years (Proffer VI.D.). As previously noted, religious institutions are a qualifying civic use within the PD-TC zoning district and staff appreciates the Applicant's revision to commit to marketing such a use within the Town Center (as opposed to the within the portion of the site within the Town of Leesburg as previously proposed). However, the five-acre site represents only approximately 4.5% of the total area within the proposed 112.1-acre PD-TC zoning district (the Zoning Ordinance calls for a minimum of 10% of the area within the PD-TC zoning district to be designated for civic uses). The Applicant has provided no justification for this reduced civic area, nor has it proposed any other qualifying civic uses listed in Section 4-808(H) to meet the required 10% total. As such, the Applicant has not demonstrated how the modification exceeds the public purpose; therefore, staff cannot recommend approval of the modification as proposed.

7. Highway Noise

The application does not effectively mitigate highway noise impacts on residential units (within Landbay C2) proposed along the Dulles Greenway. Given the orientation of many of these units with front or side yards facing the Greenway, the Applicant's proffer to mitigate highway noise on these units (Proffer II.G.2.) should be expanded to include the front and side yards (not just the rear yards) of these units. Alternatively, the units should be relocated to a portion of the site where highway noise impacts will not occur.

8. Workforce Housing

Staff acknowledges and appreciates the Applicant's commitment to provide 20 workforce housing units on site to serve the needs of those within the 80-100% Average Median Income (AMI) range (Proffer II.A.).
Workforce housing issue resolved.

9. Environmental

Staff acknowledges and appreciates the Applicant's commitment to bridge rather than fill the major floodplain crossing along the proposed alignment of Crosstrail Boulevard on southern end of the site (Proffers VI.H. and VI.B.5.). The bridge crossing is consistent with County environmental policies.
Environmental issue resolved.



U. S. Department
of Transportation

Federal Aviation
Administration

December 1, 2006

Mr. Scott York, Chairman
Loudoun County Board of Supervisors
1 Harrison Street, S.E., Fifth Floor
P. O. Box 7000
Leesburg, VA 20177-7000

Re: Crosstrail Development Rezoning, Near Leesburg Executive Airport

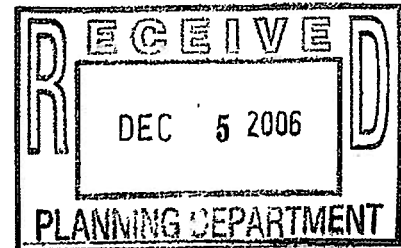
Dear Chairman York:

This letter addresses the concerns and recommendations of the Federal Aviation Administration (FAA) as it relates to the pending rezoning to accommodate the Crosstrail Development, adjacent to the Leesburg Executive Airport.

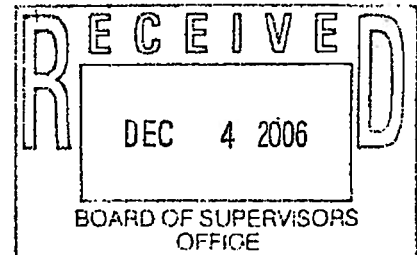
Leesburg Executive Airport is one of the busiest general aviation airports in the Commonwealth of Virginia. It serves a critical role as a "reliever airport" to Washington-Dulles International Airport. In addition to its role as access into the nationwide system of air transportation, it is an important employer and economic engine for the Town as well as Loudoun County.

The Town of Leesburg has accepted federal grants for the development of the airport in excess of \$23 million over the past 20 years. One condition of the federal grants is a Town commitment to enact zoning and other land use restrictions to protect the airport from encroachment from incompatible land use. We recognize that the proposed Crosstrail Development is located in the County, and therefore the Town does not have direct control over the zoning process.

It has been our experience that ensuring compatible land uses near airports prevents numerous problems for the local governments. Ideally, at the proximity to the airport of the Crosstrail Development property, the appropriate land use would be limited to commercial, industrial, or other non-residential uses. We have enclosed our comments and concerns with this letter, and request that you consider these issues in your evaluation of the Crosstrail Development rezoning request.



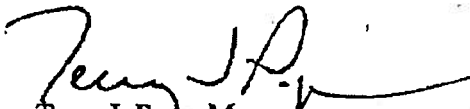
WASHINGTON AIRPORTS DISTRICT OFFICE
23723 Air Freight Lane, Suite 210
Dulles, Virginia 20166
Telephone: 703/661-1354
Fax: 703/661-1370



BY FAC
cc. ALL BOS

Thank you for your consideration in this matter. If we can be of any assistance to the Board of Supervisors, please do not hesitate to call on us.

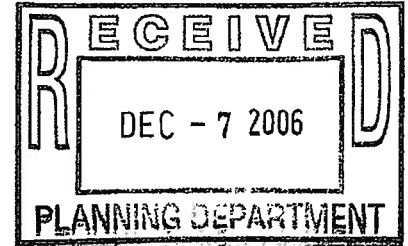
Sincerely,

A handwritten signature in dark ink, appearing to read "Terry J. Page". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Terry J. Page, Manager
Washington Airports District Office

Enclosure

cc: Mr. Wells, Town Manager
Mr. Burdette, Virginia Department of Aviation
Mr. Deike, Airport Manager
Mr. Boykin, Leesburg Airport Commission



COMMONWEALTH of VIRGINIA

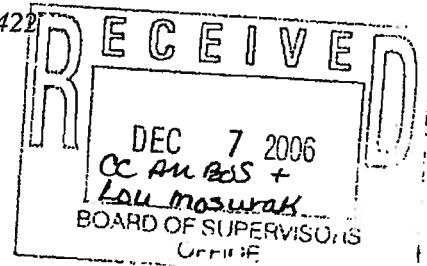
Randall P Burdette
Director

Department of Aviation

5702 Gulfstream Road
Richmond, Virginia 23250-2422

December 4th, 2006

V/TDD • (804) 236-3624
FAX • (804) 236-3635



The Honorable Scott York
Chairman
Loudoun County Board of Supervisors
One Harrison Street, S.E.
P.O. Box 700
Leesburg, Virginia 20177

Re: CPAM/ZMAP; Leesburg Executive Airport

Dear Chairman York:

The Virginia Department of Aviation is opposed to passage of the above referenced application for plan amendments and zoning, a proposal referred to as Crosstrails, which is being considered by the Loudoun County Board of Supervisors.

Transportation assets are an important element in the overall community infrastructure of any specific community, and we believe that passage of the proposal will be very detrimental to the continued viability of the Leesburg Executive Airport. The reasons we are convinced that Crosstrails will be detrimental is that the development as proposed will introduce significant amounts of incompatible residential development into the airport environs.

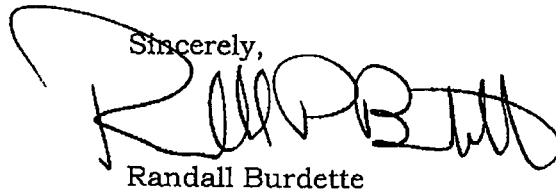
It is no secret that residential development located adjacent to and near public-use airports represents an incompatible mix of uses. The public safety and noise concerns that arise from this sort of land-use development pattern has been documented throughout the nation as being wrought with difficulties. Leesburg Executive Airport currently has 231 based aircraft and nearly 100,000 annual aircraft operations, making it one of the busiest of the 67 public-use airports in Virginia, surpassing many airports with scheduled commercial service. Development as proposed through Crosstrails will almost certainly inhibit the ability of the airport to function at a busy pace and in a safe manner. By doing so, it would also inhibit the ability to contribute to the local economic base. The most recent data developed for the Leesburg Airport indicate that the total annual economic impact from the airport tops \$176 million in local community benefit, including, of course, Loudoun County.



A well documented local development principal mandates that those areas near public-use airports are better suited for commercial and industrial uses, and we understand that existing planning guidance in Loudoun calls for these type uses. Therefore we would strongly encourage that the Board maintain the Comprehensive Plan in its current form, as this best assures the long term utility of this important public investment.

Thank you for the time taken to review our concerns, and we ask that you feel free to call should you have any questions or need of our assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Randall Burdette", written over the word "Sincerely,".

Randall Burdette

Cc: Honorable Pierce R. Homer
Roger Oberndorf



COMMONWEALTH of VIRGINIA

ROGER L. OBERNDORF, Chairman
Members:

ROBERT S. DIX
Region 1

BITTLE W. PORTERFIELD, III
Region 2

LARRY T. OMPS
Region 3

MARIANNE M. RADCLIFF
Region 4

WILLIAM J. KEHOE
Region 5

RICHARD C. FRANKLIN, JR.
Region 6

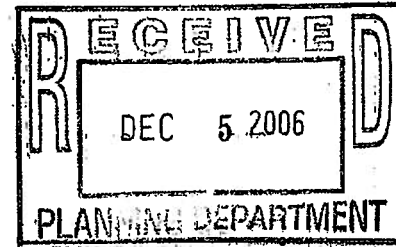
ALAN L. WAGNER
Region 7

VIRGINIA AVIATION BOARD

5702 Gulfstream Road
Richmond, Virginia 23250-2422

Phone: (804) 236-3625

December 4, 2006



The Honorable Scott York, Chairman
Loudoun County Board of Supervisors
One Harrison Street, S.E.
P.O. Box 700
Leesburg, Virginia 20177

Re: CPAM/ZMAP, Crosstrails; Leesburg Executive Airport

Dear Chairman York:

As a member of the Virginia Aviation Board I represent Region 3, which comprises the Northern Region of the Commonwealth. I was appointed by former Governor Mark Warner, and now serve at the pleasure of Governor Kaine.

Winchester is my home, and as a small businessman, I can attest to the very real asset that a local airport represents for a community as it constantly struggles to balance community development needs. I know that in a county such as Loudoun, attracting high value commercial and industrial development is a primary goal of local development objectives. As a former Mayor of Winchester I know first-hand the financial pressures that are exerted from residential development, and I also know that maintaining the airport's ability to function safely is paramount. Therefore, I would offer that it is very important that the county continue to be able to attract the commercial and industrial expansion it needs to off-set the financial expenses demanded by residential uses.

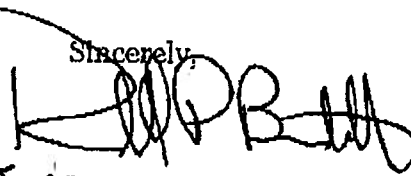
As I understand it, your county Comprehensive Plan has the areas subject to the Crosstrails development proposal zoned for commercial and similar development. These designations, in my opinion, represent the best use of the property. I would offer that changing the designations to those being requested in the Crosstrails proposal could prove to be incompatible for the future long term success of the airport, and ultimately harm the ability of the Town and County to attract beneficial economic development.

The Honorable Scott York

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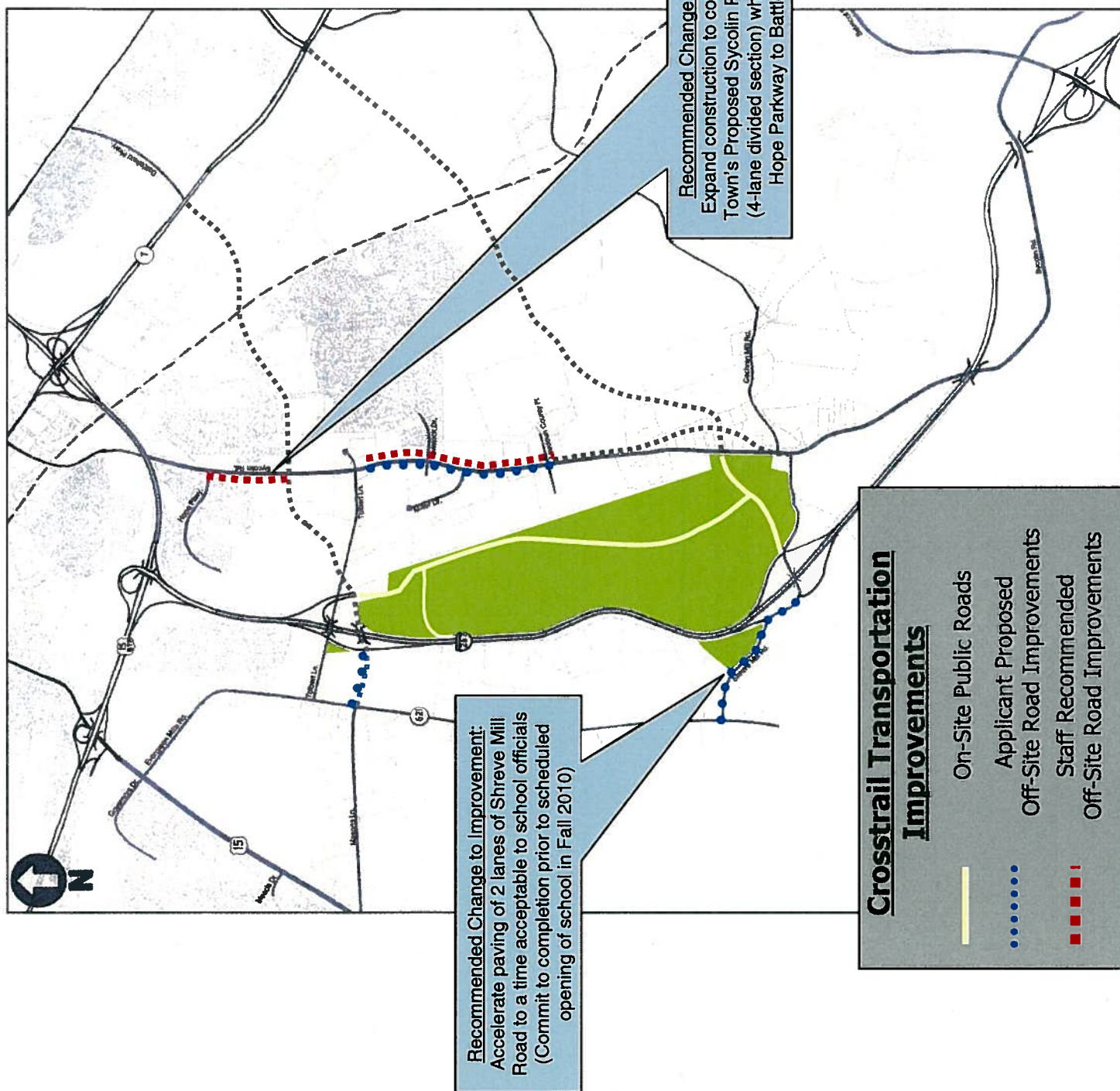
Consequently, I urge the Board of Supervisors to respect your own good comprehensive planning in Loudoun County, and act to deny the request put forward in the request for Crosstrails.

Sincerely,



For Larry Omps

Cc: Roger Oberndorf
Randall P. Burdette



ZMAP 2005-0011 – CROSSTRAIL

FINDINGS FOR DENIAL

1. The application does not conform to the Business Community policies of the Revised General Plan with respect to land use mix (Revised General Plan, Policy 2, pp. 6-28 and 6-29). As a percentage of land area, the application proposes significantly more commercial and retail service uses than recommended by the Plan and proposes significantly less office uses than recommended by the Plan. Further, the application proposes residential uses in excess of the amount recommended by the Plan and are of a lower density development pattern than envisioned within a Business Community. Given the site's proximity to the Leesburg Executive Airport, fewer residential units at higher densities would be more appropriate.
2. The application does not conform to the Leesburg Town Plan (reference Revised General Plan, Policy 2, p. 9-11, which states that development in the Leesburg Joint Land Management Area (JLMA) will comply with the Leesburg Town Plan). The Leesburg Town Plan identifies this site as Regional Office and Community Office/Light Industrial, neither of which call for residential uses. The Community Office/Light Industrial designation is intended to accommodate airport related uses as shown on the Leesburg Executive Airport Master Plan (Service Plan). The Service Plan identifies a total of 40 acres west of the airport for expansion of airport facilities, though the application identifies less than half of this amount for a future potential conditional sale to the Town of Leesburg for airport uses.
3. The application allows for the possibility of utility provision to the site by the Loudoun County Sanitation Authority (LCSA). Provision of utility service to this area by LCSA is inconsistent with County policy, which states that the Town of Leesburg will provide public water and sewer service within the Leesburg JLMA, unless a different provider is agreed upon by the County and the Town (Revised General Plan, Policy 1, p. 9-7). Additionally, the application proposes extension of central water lines from the Landfill Water Service District through the Rural Policy Area, which is inconsistent with County policies (Revised General Plan, Policies 7 and 9, p. 2-20). Further, the provision of sewer facilities to Phil Bolen Park as proposed by the application would result in increased cost to the County (as opposed to Town Utilities); would negatively impact planned park facilities and natural areas; and would bring considerable uncertainty regarding utility provision to existing and planned County facilities in the area.
4. The application does not adequately mitigate its transportation impacts on the surrounding road network and on the regional transportation system. Specifically, the application should expand its proposed improvement to Sycolin Road and advance its proposed improvement to Shreve Mill Road to an earlier point in time to ensure safe and adequate access to a proposed elementary school.
5. The application proposes a credit against its anticipated capital facilities contribution for the regional transportation character and/or timing of certain proffered road improvements in the vicinity of the site. Such a credit is not consistent with County policy, as the application has not mitigated its transportation impacts. Consequently, the fiscal impacts of the application have not been appropriately mitigated.
6. The application does not provide a development phasing plan that establishes "a build-out relationship between the residential and non-residential components of the project that is consistent with the County's goals for the project area," as envisioned by the Revised General Plan (Revised General Plan, Policy 6, p. 6-7). Specifically, the application should specify additional non-residential uses on site and eliminate non-conventional interpretations of office uses that would have the effect of limiting the amount of such uses that may be realized within the proposed development.


LAND USE IMPACT FACTORS
ZMAP 2005-0011, CROSSTRAIL

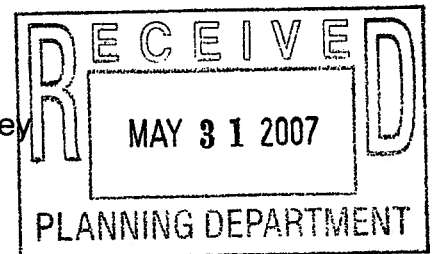
<i>Categories</i>	<i>Factors</i>
Proposed Residential Units by Type	SFD: 0 SFA: 356 (242 age-restricted; 114 non age-restricted) MF: 564 (144 age-restricted; 420 non age-restricted) <u>ADU: 80 (52 age-restricted; 28 non age-restricted)</u> Total: 1,000 DUs (Includes 20 Workforce Housing Units)
Allowable Residential Units <u>By-Right:</u> <u>By Planned Land Use Density:</u>	25 Dwelling Units (DU) (SFD) [1 DU / 20 acres (434 acres JLMA 20 zoning) = 22 SFD + 1 DU / 20 acres (20.0 acres AR-1 zoning (2 separate parcels)) = 2 DU + 1 DU / 10 acres (4.7 acres TR-10 zoning) = 1 DU] = 25 SFD 497 to 1,655 Dwelling Units (MF)* (Business Community (414 acres) + 2 Dwelling Units (SFD)** (Rural Policy Area (20.9 acres)) <i>* 15-25 % of Business Community Land Area @ 8-16 DU/acre (Revised General Plan, Policy 1, p. 6-18)</i> <i>** 2 SFD units permitted as area is comprised of 2 existing non-contiguous building lots (19.2 acres and 1.7 acres, respectively)</i>
Current Units (<i>Existing and Approved Projects of 20 units or greater</i>) in Sub-Area	20,325 (<i>Leesburg Planning Sub-Area, 2005 Growth Summary</i>)
Student Generation from Proposal* <i>* Based on 579 Non Age-Restricted Dwelling Units (131 SFA and 448 MF units)</i>	HS: 51 MS: 42 <u>ES: 95</u> Total: 188
Schools Assigned (by Name) Total Capacity / Student Enrollment (9/30/06) <i>Note: School Board may modify attendance zones.</i>	HS: Heritage Loudoun County 1618 / 1617 1393 / 1342 MS: Harper Park J Lupton Simpson 1112 / 829 1046 / 772 ES: Evergreen Mill 763 / 835
Anticipated Capital Facility Contribution	\$14,106,700 (<i>based on adopted CIF prior to July 25, 2006</i>)* <i>* Figure is based on full CIF amount. The appropriateness of accepting a reduced capital facilities contribution (i.e., use of the non-school CIF) for age-restricted units as proposed by the Applicant remains an outstanding issue.</i>
Proffered Capital Facility Contribution by Value and Type	Cash: \$3,242,406 (<i>proffered calculation</i>) Land: \$2,310,000 (<i>school & fire/rescue sites</i>) <u>Construction: \$1,350,000 (<i>utility extension to school site</i>)</u> Total value: \$6,902,406* <i>* Figure is exclusive of applicant's proposed capital facilities credit for regional transportation improvements as the transportation impacts of the project have not been mitigated.</i>

<p>Proffered Transportation Contributions/ Phasing Trigger</p>	<ol style="list-style-type: none"> 1. <u>Shreve Mill Road</u> – Bond or construct 2-lane section from Greenway to Route 621; submit construction plans before submission of record plat or site plan containing 301st dwelling unit or 300,001st sq ft of non-residential uses and diligently pursue completion. 2. <u>Battlefield Parkway</u> – Bond or construct 3rd and 4th lanes from Greenway to Route 621; submit construction plans before submission of record plat or site plan containing 301st dwelling unit or 300,001st sq ft of non-residential uses and diligently pursue completion. 3. <u>Sycolin Road</u> – Bond or construct one-half of 4-lane divided section from 500 feet south of Tolbert Lane to southern Leesburg Town Limit; submit construction plans before submission of record plat or site plan containing 750th dwelling unit or 1,000,001st sq ft of non-residential uses and diligently pursue completion. 4. <u>Traffic Signalization</u> – Conduct warrant studies and install signals at various intersections on/near site when warranted, or provide \$150,000 cash contribution to the County for each signal not warranted before submission of record plat or site plan containing 901st dwelling unit or 1,000,001st sq ft of non-residential uses. 5. <u>Transit Contribution</u> – \$989 per market rate (non-ADU) dwelling unit on site upon issuance of each zoning permit (maximum total contribution of \$909,880).
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MEMORANDUM

OFFICE OF THE COUNTY ATTORNEY LOUDOUN COUNTY, VIRGINIA

DATE: May 30, 2007
TO: Lou Mosurak, Department of Planning (#62)
FROM: Lawrence E. Kelly, Assistant County Attorney
SUBJECT: ZMAP 2005-0011: Crosstrail 
FILE #: 11-04-405



As requested, I have reviewed the revised draft proffers, dated May 25, 2007, for the above referenced Zoning Map Amendment application. Pursuant to this review, I offer the following comments:

1. In regard to proffer II.B.4., I note that the applicant has indicated that up to 25% of their commitment to construct office uses may be satisfied by construction of hotel uses "as defined in Section 4-803(A)(14) of the Zoning Ordinance with a business orientation". Section 4-803(A)(14) of the Zoning Ordinance is part of the use list for the PD-TC zoning district, and does not contain a definition of hotel. I suggest that the applicant clarify their intent. Additionally, it is not clear what the applicant intended by use of the phrase "with a business orientation". I suggest that this be clarified as well.
2. In regard to proffer II.F., in the next to last sentence thereof, the applicant refers to "Section 15-1414B(4) of the Zoning Ordinance". However, there is no such section in the Zoning Ordinance. I believe what was intended was a reference to Section 5-1414(B)(4). If so, then I suggest that this reference be so changed. If not, then I suggest that the applicant otherwise clarify their intent.
3. In regard to proffer III., in the last sentence thereof, the applicant commits to connecting a sanitary sewer line to Phil Bolen Regional Park at no cost to the County. However, the applicant's proposed timing mechanism for such extension, "at such time as the sanitary sewer facilities for the Property are

constructed", could be construed to mean after the Property is built out or when the first building is constructed, or some other benchmark. I suggest that a more specific timing mechanism be identified.

4. In further regard to proffer III., concerning the extension of sewer lines, and water lines as well, I note that there is nothing to indicate whether the facilities will be provided by the Town of Leesburg or by Loudoun County Sanitation Authority. I do not know if this point has been discussed or resolved, but there is nothing in the proffer indicating what such resolution might be.
5. In regard to proffer V.C.2.b., in the second line thereof, I note that the applicant states the intent to construct "two additional southbound lanes" on the west side of Sycolin Road. I suggest that this is an inaccurate statement, in that it would result in three south bound lanes. Instead I suggest that the phrase "south bound" be deleted and that the phrase ", to serve as two south bound lanes, so as" be inserted prior to the phrase "to create a four lane divided".
6. In further regard to proffer V.C.2.b., in the last line thereof, I suggest that the phrase "whichever is first in time" be inserted at the end of the proffer.
7. In regard to proffer VI.B.5., in the last sentence thereof, I suggest that the phrase "The bridge constructed across Sycolin Creek to connect Crosstrail Boulevard to the Dulles Greenway" be changed to "Crosstrail Boulevard, connecting Sycolin Road to the Dulles Greenway, shall be constructed with a bridge crossing of Sycolin Creek, as referenced in proffer VI.H., and such bridge".
8. In regard to proffer VI.D., I note that the applicant has indicated the intent to reserve at least five acres in Land Bay A4 or A5 for use as a religious institution "in the approximate location shown on the Concept Development Plan." However, I do not see a location shown on the Concept Development Plan. There is a note that appears to apply to Land Bay A5 which mentions "church, synagogue or temple" as a use, but does not give a location for such use, and there is no corresponding note for Land Bay A4. Additionally, the note refers to Sheet 12 for tabulations, but Sheet 12 does not include any tabulations which include "church, synagogue or temple" or "religious institution and related uses" for either Land Bay A4 or A5. I suggest that the applicant's intent be clarified.
9. These proffers will need to be signed by all landowners, and be notarized, prior to action being taken on this application by the Board of Supervisors.

CROSSTRAIL

(ZMAP 2005-0011)

PROFFER STATEMENT

*November 13, 2006
As revised through
May ~~7~~25, 2007*



ATTACHMENT 6

CROSSTRAIL

(ZMAP 2005-0011)

PROFFER STATEMENT

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Exhibits

- Exhibit A:** **Crosstrail Zoning Map Amendment Plan Set, prepared by Dewberry & Davis LLC dated February 22, 2005, as revised through May 7,25, 2007**
- Exhibit B:** **Crosstrail Road Phasing Plan, prepared by Gorove/Slade Associates, Inc., dated April 16, 2007**
- Exhibit C:** **Transportation Matrix**

CROSSTRAIL
(ZMAP 2005-0011)
PROFFER STATEMENT
November 13, 2006
As revised through
May ~~7~~25, 2007

PREAMBLE

Pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance, as amended (the "Zoning Ordinance"), Leesburg Commercial L.C. and Leesburg Airport Associates L.C. (collectively the "Owners"), who are the owners of Loudoun County Tax Map 60, Parcel 7B-1 and Parcel 53-1 (MCPI#s 234-38-8113-001 and 235-20-1426-001) consisting of approximately 490.8 acres of real property (collectively the "Property") which is the subject of rezoning application ZMAP 2005-0011, hereby proffer that development of the Property shall be in substantial conformity with the proffers as set forth below (the "Proffers"). All Proffers made herein are contingent upon approval by the Board of Supervisors of Loudoun County (the "Board") of the changes to the County Zoning Map as requested in ZMAP 2005-0011 and as shown on the Zoning Map Amendment set for: (1) Land Bay A2 to PD-OP from JLMA 20 and PD-IP; (2) Land Bay A3 to PD-TC from JLMA 20 and PD-IP; (3) Land Bay A4 to PD-TC from JLMA 20 and PD-IP; (4) Land Bay A5 to PD-TC from JLMA 20 and PD-IP; (5) Land Bay B1 to PD-IP from JLMA 20; (6) Land Bay B2 to PD-CC-SC from JLMA 20; (7) Land Bay C1 to PD-H4 (R-16 criteria) from JLMA 20; (8) Land Bays C2 and C3 to PD-H4 (R-8 criteria) from JLMA 20; (9) Land Bay D to PD-H4 (R-8 criteria) from JLMA-20; and (10) Land Bay E to PD-OP from TR-10 and JLMA 20, including the zoning modifications specified on Sheet 1 of the Concept Development Plan as identified below. Land Bays F and G shown on the Zoning Map Amendment set are currently zoned AR-1 and will remain zoned AR-1. The Proffers shall apply only to the Property and with respect to the Property shall supersede any prior proffers that govern any portions of the Property. The Owners voluntarily proffer as follows:

I. CONCEPT DEVELOPMENT PLAN

Development of the Property shall be in substantial conformity with Sheets 1, 2, 6-13, and 19-22 of the Crosstrail Zoning Map Amendment Plan Set attached hereto as Exhibit A, dated February 18, 2005, with revisions through May ~~7~~25, 2007, (collectively, the "Concept Development Plan") with the Crosstrail Road Phasing Plan attached hereto as Exhibit B ("Road Phasing Plan"), and with the Transportation Matrix (the "Transportation Matrix") attached hereto as Exhibit C.

II. DEVELOPMENT PARAMETERS

A. **Development Uses and Density.** The Property shall be developed consistent with the development uses and densities permitted by the Zoning Ordinance district regulations for each district noted on the Concept Development Plan and with the Overall Site Summary set forth in the Zoning Tabulations on Sheet 12 of the Concept Development Plan. Up to one thousand (1,000) dwelling units, including up to eighty (80) Affordable Dwelling Units ("ADU's) as required by Article VII of the Zoning Ordinance and twenty (20) Work Force Housing Units as described below may be constructed on the Property. At the option of the Owners ADU's may be located in either multifamily or single family attached dwelling units. The Owners reserve the ability to receive exemptions for provisions of ADU's for multifamily structures with four (4) or more stories and having an elevator. The type and number of ADU's to be provided shall be noted on applicable record plats or site plans. As used in this proffer the term "Work Force Housing" units shall mean multi-family units available for sale or rent to families whose annual gross income is greater than 80%, but less than 100% of the median household income of Loudoun County, Virginia. All "Work Force Housing" constructed pursuant to this proffer shall be offered for sale or rent upon terms consistent with Article VII of the Zoning Ordinance and Chapter 1450 of the Loudoun County Codified Ordinances, except that the income limit shall be as provided in this Proffer II.A.

B. **Phasing of Non-Residential and Residential Development.** Development of non-residential and residential uses on the Property shall be phased as follows:

1. At least 400,000 square feet of non-residential uses within Land Bays A2, A3, A4 or A5 shall be under construction before issuance of the 401st residential zoning permit. Of this 400,000 square feet, at least 200,000 square feet must be office uses as defined below.
2. At least 600,000 square feet of non-residential uses on the Property shall be under construction before issuance of the 601st residential zoning permit.
3. At least 800,000 square feet of non-residential uses shall be under construction before issuance of the 801st residential zoning permit. Of this 800,000 square feet, at least 465,000 square feet must be office uses as defined below, inclusive of the 200,000 square feet of office uses required in Proffer II.B.1.
4. When more than 800,000 square feet of non-residential uses on the Property shall have been issued occupancy permits, there shall be no phasing limitation on residential uses.

As used in Proffer II.B.1 and 3, the term "office" shall be interpreted to include up to 20% of the 200,000 square feet of office uses in Proffer II.B.1. and up to 20% of the 465,000 square feet of office uses in Proffer II.B.3., as accessory uses, defined as the uses listed in Section 4-303(F)(1)-(7) of the Zoning Ordinance. Up to 25% of the office phasing requirement stated in Proffer II.B.1. and 3 may be satisfied by construction of hotel uses as defined in Section 4-803(A)(14) of the Zoning Ordinance with a business orientation.

C. Retail Pre-Leasing.

1. Prior to issuance of the first residential occupancy permit for dwellings located in Land Bays A3, A4 or A5 of the Concept Development Plan, the Owners shall pre-lease or commence construction of at least 200,000 square feet of retail uses permitted by Section 4-803 of the Zoning Ordinance in Land Bays A3, A4, or A5 of the Concept Development Plan. Compliance with the above-described pre-leasing obligation shall be demonstrated by delivery to the County Zoning Administrator of a copy of executed leases (redacted for proprietary information) and/or construction permits for at least 200,000 square feet of retail uses permitted in Section 4-803 of the Zoning Ordinance.

2. Prior to the issuance of the 225th residential occupancy permit for dwellings located in Land Bays A3, A4 or A5 of the Concept Development Plan, the Owners shall pre-lease or commence construction of at least 350,000 square feet of retail uses permitted by Section 4-803 of the Zoning Ordinance in Land Bays A3, A4 or A5 of the Concept Development Plan. Compliance with the above-described pre-leasing obligation shall be demonstrated by delivery to the County Zoning Administrator of a copy of executed leases (redacted for proprietary information) and/or construction permits for at least 350,000 square feet of retail uses permitted in Section 4-803 of the Zoning Ordinance.

D. Avigation Easement Prior to or concurrently with recordation of the first record plat or approval of the first site plan for any portion of the Property, whichever is first in time, the Owners will record an easement on the Property that will grant the public an avigation easement in a form acceptable to the County over the Property for aircraft using the Leesburg Executive Airport.

E. Disclosure of Airport Proximity The Owners will provide disclosure to all prospective purchasers and original purchasers of residential units within the Property of the location of the Leesburg Executive Airport in relation to the Property. Such notification will be consistent with Section 4-1400 of the Revised 1993 Loudoun County Zoning Ordinance and will be included in the homeowner association documents described below in Proffer VIII.

F. Airport Sale. For a period of five (5) years after approval of ZMAP 2005-0011, the Town of Leesburg shall have the option to purchase up to eighteen (18) acres of the portion of Property zoned PD-IP located adjacent to the boundary of the Leesburg Executive Airport ~~in the approximate location~~ illustrated on ~~Sheets 9 and 10 of~~ the Concept Development Plan (the "Area for Airport Expansion"). The price of the Area for Airport Expansion shall be the fair market value of such real property established at the time of exercise of such option by a three appraisal method that is commonly accepted in Loudoun County, Virginia. The fair market value of the Area for Airport Expansion shall assume that the Area for Airport Expansion has been separately parcelized, enjoys access to a publicly dedicated and maintained road and is provided with public water and sewer service sufficient for use of the Area for Airport Expansion as aircraft hanger and office purposes. The ~~location, design, landscaping and use of~~ the Area for Airport Expansion shall be mutually agreed upon by the Owners and the Town of

Leesburg, but shall be principally for the benefit of the Leesburg Executive Airport. The Area for Airport Expansion shall be limited to development of airplane hangers, taxiways, aircraft storage and maintenance facilities; shall not be used for bulk fuel or hazardous materials storage; and shall be developed and maintained to be compatible with adjacent office and retail uses developed on the Property consistent with the Concept Development Plan. The Area for Airport Expansion will include a Type 4 buffer yard as described in Section 15-1414B(4) of the Zoning Ordinance. The design and material of any wall or fence constructed in compliance with the requirements of this proffer shall be compatible with structures or walls constructed on the Property on the west side of the portion of Hawling Farm Boulevard that abuts the Area for Airport Expansion.

G. Acoustical Treatment.

1. **Aircraft Noise:** All residential units constructed on the Property shall be constructed to comply with the provisions of Section 4-1400 of the Revised 1993 Loudoun County Zoning Ordinance, which require disclosure, acoustical treatment and avigation easements.

2. **Highway Noise:** Where the loudest-hours average sound level on residentially zoned portions of the Property due to highways is greater than 65 dB at an elevation of five feet above the ground in the rear yards of single family homes or townhomes, the Owners shall construct noise attenuation structures (the "Noise Structures") in order to achieve a loudest-hour average sound level of 65 dB or lower. Noise Structures shall include acoustical walls, earthen berms and/or combinations thereof. Where the Noise Structures are located within the VDOT ROW, they shall meet VDOT Noise Structures standards and shall be designed to be acceptable into the VDOT system for maintenance. Neither the Owners nor the HOA shall be responsible for restoration, removal, relocation or reconstruction of the Noise Structures if the Noise Structures are removed or otherwise altered in conjunction with future roadway improvements. The noise impacts shall be estimated and the Noise Structures shall be designed for each land bay during the first site plan approval process for development in that land bay.

H. Access to Public Roads. Public road access points to all Land Bays shown on the Concept Development Plan shall be provided consistent with the Transportation Matrix and Proffer V.B. below from either the four lane divided through collector road to be constructed by the Owners from Battlefield Parkway to Crosstrail Boulevard ("Hawling Farm Boulevard"), the four lane divided major collector to be constructed by the Owners from the Dulles Greenway Property to Sycolin Road ("Crosstrail Boulevard"), or the two lane road from Dulles Greenway to Hawling Farm Boulevard ("Town Line Street"). All streets other than these three roads constructed within the Land Bays shall be private streets constructed to Facilities Standards Manual (the "FSM") standards.

I. Garage Parking Restrictions. Prior to approval of record subdivision plat or site plan for each portion of the Property that includes single family attached dwelling units, the Owners shall prepare and record against said portion of the Property a covenant which shall preclude the primary use of any garage of any single family attached residential unit on the

Property for purposes other than for the storage of vehicles and shall include said restriction in the relevant documents establishing the age-restricted and non-age-restricted homeowners associations, pursuant to the provisions of Proffer VIII.

J. Active Adult Units. Land Bays C1 and C2 shall be developed as an active adult – age restricted community. Occupancy of all of the active adult units constructed on the Property shall be age restricted in accordance with the requirements of Code of Virginia Section 36-96.7, as amended. All age-restricted units constructed in Land Bays C1 and C2 shall be occupied by at least one person fifty-five (55) years of age or older and within such units the following conditions shall apply:

1. All other residents must reside with a person who is 55 years of age or older, and be a spouse, a cohabitant, an occupant's child eighteen (18) years of age or older, or provide primary physical or economic support to the person who is 55 years of age or older. Notwithstanding this limitation, a person hired to provide live-in, long term or terminal health care to a person who is 55 years of age or older for compensation may also occupy a dwelling during any time such person is actually providing such care.

2. Guests under the age of 55 are permitted for periods of time not to exceed sixty (60) days total for each such guest in any calendar year.

3. If title to any lot or unit shall become vested in any person under the age of 55 by reason of devise, descent, distribution, foreclosure or operation of law, the age restriction covenant shall not work a forfeiture or reversion of title, but rather, such person thus taking title shall not be permitted to reside in such lot or unit until the qualifying occupant shall have attained the age of 55 or otherwise satisfies the requirements as set forth herein. Notwithstanding this provision, a surviving spouse shall be allowed to continue to occupy a dwelling unit without regard to age.

The above described use restrictions may be amended from time to time in accordance with applicable local and state regulations governing age restricted housing and the Federal Fair Housing Act so long as the substantive intent and the proscription against occupancy of active adult units constructed on the Property by children under eighteen (18) years of age as set forth herein are maintained. Prior to approval of the first record plat or site plan, whichever is first in time, for Land Bays C1 and C2, the Owners will record a restrictive covenant on Land Bays C1 and C2 limiting the use of Land Bays C1 and C2 to the age-restricted community described above. The terms and conditions of the restrictive covenant described in this proffer shall be reviewed and approved by the County Attorney for conformity to such proffer prior to approval of the first record subdivision plat or final site plan, whichever is first in time, which includes an active adult unit.

The age-restricted units shall include universal design elements, such as, but not limited to:

- ◆ lever door handles;

- ◆ door widths into primary first floor rooms that accommodate wheelchairs;
- ◆ light switches and receptacles installed at wheelchair accessible heights;
and
- ◆ minimize exterior steps to the primary house entry.

III. PUBLIC WATER AND SANITARY SEWER

The Property shall be developed using public water and sanitary sewer facilities, which shall be provided to the Property at no cost to Loudoun County (the "County"), the Loudoun County Sanitation Authority (the "LCSA"), or the Town of Leesburg (the "Town"). Public water and sanitary sewer facilities shall be provided in accordance with the policies and standards of the utility provider and shall be extended to the Property in ~~accordance with applicable Loudoun County Building and Development requirements generally along one of a~~ location consistent with the alignments shown on Sheets 21 and 22 of the Concept Development Plan. At such time as the sanitary sewer facilities for the Property are constructed, the Owners agree to connect the sanitary sewer line shown on Sheets 21 and 22 of the Concept Development Plan to the Loudoun County Phillip Bolen Regional Park at no cost to Loudoun County.

IV. BEST MANAGEMENT PRACTICES

The Property shall be developed consistent with Best Management Practices in accordance with the standards contained in the FSM. With the exception of construction of stormwater management facilities, surface drainage, trails, active recreation uses, and utility crossings, no land development activities shall be located and/or maintained in the major or minor floodplain areas indicated on Sheets 9, 10, 11, and 21 of the Concept Development Plan, except as noted on such sheets of the Concept Development Plan. Disturbances permitted within such areas of the Property shall be designed to minimize the area of disturbance, retain existing vegetation to the extent reasonably possible and shall be designed and constructed in a manner to protect water quality.

V. TRANSPORTATION

A. **Road Network.** Unless otherwise specified or modified in these Proffers, all roads constructed within the Land Bays illustrated on the Concept Development Plan shall be private and shall be constructed in accordance with the County's Land Subdivision and Development Ordinance (the "LSDO") and the FSM. Internal private roads shall provide access to the internal development parcels depicted on the Concept Development Plan as they are developed. Any residential lot fronting on Battlefield Parkway, Crosstrail Boulevard, Town Line Street, or Hawling Farm Boulevard shall have driveway access either from a private street/access easement or alley abutting such lot and not from the above-described public roads. All public roads proffered herein for access to and within the portions of the Property as shown on the Concept Development Plan will be designed and constructed in accordance with VDOT and County standards, unless modified otherwise.

At the time of each record plat or site plan approval, whichever is first in time, the Owners shall grant a public access easement for emergency vehicles and public bus service over all private roads and alleys shown on the record plat or site plan, as applicable. No direct residential lot access to the Dulles Greenway, Crosstrail Boulevard, Battlefield Parkway, Hawling Farm Boulevard, the Greenway Off-ramp or Town Line Street, shall be permitted from the Property and all of the above cited roads are intended to be public roads. Except as provided below, the only points of access from the lots created on the Property to the Dulles Greenway, Battlefield Parkway, Crosstrail Boulevard, Sycolin Road, Hawling Farm Boulevard, the Greenway Off-ramp or Town Line Street shall be in the approximate locations illustrated on the Concept Development Plan.

B. **Transportation Improvements.** Transportation Improvements will be provided in accordance with the Road Phasing Plan attached hereto as Exhibit B and incorporated herein by reference and with the Transportation Matrix attached hereto as Exhibit C and incorporated herein by reference. Consistent with the Road Phasing Plan and Transportation Matrix, the Owners will bond or construct the following transportation improvements:

1. **Phase 1.** Prior to or concurrently with approval of the first record plat or site plan for up to 300,000 square feet of non-residential uses, whichever is first in time, for Land Bays A2, A3, A4, and/or A5 of the Property, the Owners will dedicate right-of-way as approved by VDOT up to 116 feet in width for Hawling Farm Boulevard from Battlefield Parkway south for approximately 1,900 feet to Town Line Street and construct or bond for construction within said right-of-way a four lane divided roadway, including turn lanes at site entrances to Land Bay A1 in the locations shown on the Concept Development Plan. The above-described portion of Hawling Farm Boulevard and the portion of Town Line Street providing access to Land Bay A2 or Land Bay A3 shall be in service before approval of the first occupancy permit in Land Bays A2, A3, A4 or A5. The alignment of Hawling Farm Boulevard from Town Line Street to Battlefield Parkway shall be adjusted from the location illustrated on Sheet 11 of the Concept Development Plan to the "~~Optional~~Preferred Hawling Farm Boulevard Alignment" illustrated on Sheet 11 of the Concept Development Plan upon application by the Owners for and approval of construction plans and profiles and a record plat or final development plan by the Town of

Leesburg and VDOT approving access to Battlefield Parkway, including a break in the median of Battlefield Parkway, as shown on the Concept Development Plan as the "~~Optional~~Preferred Hawling Farm Boulevard Alignment". The Owners shall submit an application for approval of the construction plan and profiles for the ~~Optional~~Preferred Hawling Farm Boulevard Alignment prior to or concurrently with the submission of the first record plat or site plan application, whichever occurs first, for any development in Land Bays A2, A3, A4 or A5. At such time as the Town of Leesburg and VDOT approve a record plat or final development plan permitting access from the Property to Battlefield Parkway, including a median break in Battlefield Parkway, in the location illustrated on Sheet 11 of the Concept Development Plan as the "~~Optional~~Preferred Hawling Farm Boulevard Alignment", and the required land dedicated to the Town of Leesburg and necessary related easements for such access have been granted, then the Owners will relinquish the easement that currently benefits the Property over Town property as illustrated on Sheet 11 of the Concept Development Plan and as is more particularly described in that certain Deed of Easement recorded among the land records of Loudoun County, Virginia, as instrument number 27864 in Deed Book 1255, at Page 0455 (the "Hawling Farm Boulevard Easement"). In the event that the Town does not approve the ~~Optional~~Preferred Hawling Farm Boulevard alignment illustrated on Sheet 11 of the Concept Development Plan, then the land described in the Hawling Farm Boulevard Easement shall be dedicated as a public right-of-way and utilized for access from the Property to Battlefield Parkway. The Owner shall obtain the right-of-way necessary to utilize the Hawling Farm Boulevard Easement or the ~~Optional~~Preferred Hawling Farm Boulevard Alignment for access to the Property.

2. **Phase 1A.** Prior to or concurrently with approval of the first record plat or site plan, whichever is first in time, for Land Bays B1, B2 or E, the Owners will dedicate right-of-way as approved by VDOT up to 140 feet in width for Crosstrail Boulevard from the Dulles Greenway to Sycolin Road and construct or bond for construction within said right-of-way a four lane divided roadway, including turn lanes at site entrances to Land Bays B1, B2 and E and to Hawling Farm Boulevard in the locations shown on the Concept Development Plan and on the Road Phasing Plan. The above-described portion of Crosstrail Boulevard shall be in service before approval of the first occupancy permit in Land Bays B1, B2 or E.

3. **Phase 2.** Prior to or concurrently with approval of the first residential record plat or site plan, whichever is first in time, on the Property in addition to performing the obligations described above in Proffer V.B.1., the Owners will: (a) dedicate right-of-way as approved by VDOT up to 116 feet in width for Hawling Farm Boulevard south from Town Line Boulevard to the intersection of Hawling Farm Boulevard with Sycolin Ridge Avenue, including turn lanes at the entrance to the landbays as shown on the Concept Development Plan; and (b) place the above-described section of Hawling Farm Boulevard, as well as the portions of Sycolin Ridge Avenue required to provide access to the residential units to be constructed, in service before issuance of the first residential occupancy permit on the Property. In the event that under the standards set forth in the Facilities Standards Manual construction of non-residential uses on Land Bays A3, A4, or A5 requires construction of a second point of access from such land bay to Hawling Farm Boulevard, then prior to approval of the first record plat or site plan for non-residential uses requiring a second point of access, whichever is first in time, the Owners will

extend Hawling Farm Boulevard from Town Line Street south to provide secondary access to such land bay from Hawling Farm Boulevard.

4. **Phase 3.** Prior to or concurrently with approval of the record plat or site plan, whichever is first in time, which results in the cumulative total of either 400 dwelling units or more than 300,000 square feet of non-residential uses on the Property, the Owners will: (a) dedicate right-of-way as approved by VDOT up to 116 feet in width for Hawling Farm Boulevard south from Sycolin Ridge Avenue to the intersection of Hawling Farm Boulevard with Crosstrail Boulevard as shown on the Concept Development Plan; (b) construct or bond for construction said roadway, as a 4 lane divided roadway, including turn lanes at the entrance to the landbays as illustrated on the Concept Development Plan; (c) dedicate right-of-way as approved by VDOT up to 140 feet in width for Crosstrail Boulevard from the Dulles Greenway to Sycolin Road; (d) construct or bond for construction within said right-of-way a four lane divided roadway including turn lanes at site entrances to Land Bays B1/B2 and E and to Hawling Farm Boulevard as shown in the Concept Development Plan; and (e) place the above-described roads in service before the issuance of occupancy permits for the 401st dwelling unit or 300,001st square foot of non-residential use.

5. **Phase 4A.** In addition to performing the obligations described above in Proffers V.B.1, V.B.2, and V.B.3., and contingent upon receipt of approval for a break in the limited access line along the Dulles Greenway by the Commonwealth Transportation Board (CTB), the Owners will, prior to or concurrently with approval of the record plat or site plan containing the 901st residential unit or the 1,000,001st square foot of non-residential uses to be developed on the Property, whichever occurs first, dedicate right-of-way as approved by VDOT, up to 50 feet in width, for an off-ramp and up to 70 feet in width for Town Line Street from the Dulles Greenway to the Hawling Farm Boulevard as indicated on the Road Phasing Plan in the location illustrated on the Concept Development Plan, and construct or bond for construction this roadway with turn lanes, if required, into adjacent land bays. In addition, the Owners will construct or bond for construction a 2nd northbound left turn lane at the intersection of Hawling Farm Road and Battlefield Parkway and a second eastbound left turn lane at the intersection of Battlefield Parkway and Hope Parkway as shown on the Road Phasing Plan. The above-described off ramp and extension of Town Line Street will be placed in service before issuance of occupancy permits for either the 901st residential unit or the 1,000,001st square foot of non-residential uses to be developed on the Property.

6. **Phase 4B.** In addition to performing the obligations described above in Proffers V.B.1., V.B.2., and V.B.3., and in the event that approval for a break in the limited access line is not permitted prior to approval of the applicable record plat or site plan containing the 901st residential unit or which causes total non-residential development on the Property to exceed more than 1,000,001st square feet of non-residential uses, whichever occurs first, then in lieu of the improvements referenced in Proffer V.B.5., at such time the Owners will construct or bond for construction two second left turn bays at the intersection of Battlefield Parkway and Hawling Farm Boulevard (one additional bay to be constructed for the northbound to westbound movement and one additional bay to be constructed for the westbound to southbound movement) and one second left turn bay at the intersection of Battlefield Parkway and Hope Parkway as

identified on the Road Phasing Plan. The above-described two second left turn lanes at the intersection of Battlefield Parkway and Hawling Farm Boulevard will be placed in service before issuance of occupancy permits for either the 901st residential unit or the 1,000,001st square foot of non-residential uses to be developed on the Property.

C. Cash Equivalent and Regional Transportation Improvements

1. Cash Equivalent Contribution. Unless otherwise provided in these Proffers, the Owners agree to contribute to the County, or its designee, an amount equal to the cost of constructing any of the transportation improvements described in Proffer V.B. and in Proffer V.C.2., in lieu of actual construction, if any such improvements have been constructed or bonded for construction by others prior to bonding for construction by the Owners at the time indicated in these Proffers. For the purposes of determining the amount of any such in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution in lieu of actual construction shall occur at the time the Owners would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements within the same planning area of the Property. In the event any of the transportation improvements described in these Proffers that are to be constructed by the Owners are proposed to be constructed by others, and in the event right-of-way located on the Property is required to be dedicated to facilitate such construction, then upon request of the County, the Owners will dedicate to the County or the VDOT the portion of the Property required for such construction, without receipt of compensation.

2. Regional Transportation Improvements. The Owners will bond or construct the following Regional Transportation Improvements:

a. Shreve Mill Road. The Owners shall bond or construct an improvement of the existing portion of Shreve Mill Road, to a two lane paved section, from the Dulles Greenway interchange to Evergreen Mills Road including a sidewalk and turn lanes at Evergreen Mills Road and, if required by VDOT, at the entrance to the possible future school site on Land Bay F as illustrated on the Concept Development Plan (the "Shreve Mill Road Improvements"). Submission of construction plans and profiles for the Shreve Mill Road Improvements shall be made before the submission of the record plat or site plan containing the 301st residential unit or the 300,001st square foot of non-residential uses, whichever is first in time. Commencement of construction of the two lane paved section of the Shreve Mill Road Improvements shall occur within 120 days of final approval of construction plans and profiles and right-of-way acquisition for the Shreve Mill Road Improvements and shall be diligently pursued.

b. Sycolin Road. The Owners shall bond or construct ~~a widening of two additional south bound lanes on the west side of existing~~ Sycolin Road to create a four lane divided ~~section from the southern termination point of widening by the Town of Leesburg to~~

~~a four lane divided section of Sycolin Road (Town of Leesburg Sycolin Road Project Phase IIB) to a point that is 300~~portion of Sycolin Road from a point that is approximately 500 feet south of ~~Miller Drive for~~Tolbert Lane to the jurisdictional limit of the Town of Leesburg, a distance ~~of that is~~ approximately ~~2,500~~3,500 feet and pay one-fourth of the cost of installation of traffic signalization at the intersection of Miller Drive and Sycolin Road (the "Sycolin Road Improvements"). Submission of construction plans and profiles for the Sycolin Road Improvements shall be made before the submission of the record plat or site plan containing the 750th residential unit or the 1,000,001st square foot of non-residential uses, whichever is first in time. Bonding or commencement of construction of the Sycolin Road Improvements shall occur within 120 days of approval of the construction plans and profiles and right-of-way acquisition for such improvements and the approval of the record plat or site plan containing either the ~~901st~~750th residential unit or the 1,000,001st square foot of non-residential uses.

c. Battlefield Parkway. The Owners shall bond or construct the 3rd and 4th lanes of Battlefield Parkway from the Dulles Greenway to Evergreen Mills Road (the "Battlefield Parkway Road Improvements"). Submission of construction plans and profiles for the Battlefield Parkway Road Improvements shall be made before the submission of the record plat or site plan containing the 301st residential unit or the 300,001st square foot of non-residential uses, whichever is first in time. Commencement of construction of the 3rd and 4th lane of the Battlefield Parkway Road Improvements shall occur within 120 days of final approval of construction plans and profiles and right-of-way acquisition for the Battlefield Parkway Road Improvements and shall be diligently pursued.

d. Off-Site Right-Of-Way. The Owners shall attempt to acquire any needed right-of-way and easements for the Shreve Mill Road Improvements, Battlefield Parkway Improvements, Hawling Farm Boulevard Improvements (as defined above in Proffer II. H.) and the Sycolin Road Improvements. In the event that, despite the good faith efforts of the Owners to acquire the right-of-way or easements necessary for construction of the above-described improvements, if the right-of-way or easements are not available, then the Owners will request the County to obtain such right-of-way or easements by eminent domain, with the Owners funding the cost of such condemnation. This proffer shall in no way obligate the County to use its powers of eminent domain and such exercise shall be undertaken solely in the discretion of the County.

D. Transit Service.

1. Bus or Van Service. Prior to issuance of the 101st residential zoning permit for residential units constructed on the Property, the HOA as defined below in Proffer VIII will establish a bus or van service to off-site locations for the residents of the Property by purchase or lease of appropriate vehicle(s) or through contract with Virginia Regional Transportation Authority or other transit service serving the Property or a community operated and managed transit service. Additionally, prior to the issuance of the 101st residential zoning permit for units constructed on the Property, the Owners shall provide a bus stop and parking area on the Property for use by the transit service. The HOA shall continue this off-site transit service based upon the needs of the residents of the Property. This transit service will be

provided on an as-needed basis and the specific routes, destinations and frequency will be determined by the residents and the HOA. Periodically, the HOA shall take a survey of the residents to determine the need for this off-site transit service and the HOA shall determine if the service shall continue.

2. Bus Shelter. Within six months of the date of commencement of public or private bus service to the Property, that provides service to the bus shelters on the Property in the locations shown on the Concept Development Plan, the Owners will construct two (2) bus shelters along Hawling Farm Boulevard or Crosstrail Boulevard in such locations. The commitment in this proffer to construct bus shelters shall terminate ten years after issuance of the first Zoning Permit for any portion of the Property zoned PD-TC, if no public bus service to the Property has been established during such ten year period of time. ~~The cost of the bus shelters, estimated at \$20,000 each in 2006 dollars, shall be credited against the Transit Funds contribution described in Proffer V.D.3.~~

3. Transit Funds. At the time of issuance of the zoning permit for each market rate residential unit constructed on the Property, the Owners will provide a one-time cash contribution in the amount of ~~Five~~Nine Hundred ~~Eighty-nine~~ Dollars (~~\$500,989.00~~) per market rate residential unit to be used at the discretion of the County Board of Supervisors for acquisition of buses to serve the greater Leesburg area or other regional road improvements in the vicinity of the Property. This amount shall escalate on an annual basis beginning January 1, 2007 in accordance with the *Engineering News Record* Construction Cost Index.

E. Traffic Signalization.

1. The Owners shall fund the warrant analysis, design, and installation of the initial traffic signal systems at the following intersections: (a) Battlefield Parkway and Hawling Farm Boulevard; (b) Crosstrail Boulevard and Sycolin Road; (c) Hawling Farm Boulevard and Crosstrail Boulevard; (d) Hawling Farm Boulevard and Town Line Street; (e) Hawling Farm Boulevard and Sycolin Ridge Avenue.

2. The Owners shall fund the warrant analysis for each of the intersections referenced in Proffer V.E.1. concurrently with submission of the first subdivision or site plan, whichever is first in time, for development in land bays contiguous to each of the intersections described in Proffer V.E.1. The Owners shall fund the warrant analysis for the Battlefield Parkway/Hawling Farm Boulevard intersection concurrently with submission of the first subdivision or site plan, whichever is first in time, for Land Bays A2, A3, A4, or A5 of the Property.

3. The Owners shall fund the cost of design and installation of the initial traffic signalization at each of the intersections referred to in Proffer V.E.1. at the time required by the warrant analysis for each such intersection.

4. In the event the warrants for any of the signals described in Proffer V.E.1. have not been met before submission of the record plat or site plan containing the 901st residential unit

or the 1,000,001st square foot of non-residential uses, whichever is first in time, then the Owners shall contribute to the County \$150,000 for each unwarranted traffic signal.

VI. CAPITAL FACILITIES, RECREATION AND PUBLIC FACILITIES

A. Capital Facilities Contributions.

1. The Owners shall pay to the County a one-time cash capital facilities contribution in the amount of Twenty-two Thousand Two Hundred Ninety One and No/100 Dollars (\$22,291.00) for each non age-restricted market rate single family attached residential unit constructed on the Property; Twelve Thousand Six Hundred Eleven and No/100 Dollars (\$12,611.00) for each non age-restricted market rate multi-family residential unit constructed on the Property; Six Thousand Six Hundred Seventy-Two and No/100 Dollars (\$6,672.00) for each age-restricted market rate single family attached unit constructed on the Property; and Four Thousand Eight Hundred Two and No/100 Dollars (\$4,802.00) for each age-restricted market rate multi-family unit constructed on the Property (collectively the "Capital Facilities Contribution"). The amount of the Capital Facilities Contribution shall escalate in accordance with the Consumer Price Index ("CPI") from the base year of 2006. After application of credits described in these proffers to the Capital Facility Contribution, the per unit payment to be collected at the time of issuance of each residential zoning permit is Three Thousand Two Hundred Forty-two and 41/100 Dollars (\$3,242.41).

2. A credit in the amount of Nine Hundred Forty-one Thousand Five Hundred and 00/100 Dollars (\$941,500.00) (25 by right units multiplied by \$37,660.00) shall off-set the Capital Facilities Contribution.

3. A credit in the amount of Two Thousand Five Hundred Dollars (\$2,500.00) per market rate residential unit in 2006 dollars shall be made towards payment of the Capital Facilities Contributions to be paid pursuant to Proffer VI.A. to reflect the regional transportation character of and timing of construction of the Crosstrail Boulevard improvements required by Proffer V.B.2. and V.B.3., and the Regional Transportation Improvements required by Proffer V.C.2.

4. The Owners shall dedicate to the County or to the Loudoun County School Board, as directed by the County, the 19.2 acre portion of the Property located west of the Dulles Greenway (Land Bay F) for use as a public school and construct public sewer and water lines to Land Bay F at the time public sewer and water lines are constructed to Land Bay C2. The dedication shall occur prior to issuance of the 301st residential zoning permit or earlier if so requested by the County. The fair market value of the elementary school site, and the cost of the provision of public water and sewer lines to Land Bay F shall be credited against the amount of proffered Capital Facility Contributions. The Fair Market value of Land Bay F has been determined to be Five Hundred Ten Thousand Dollars (\$510,000.00). The cost of provision of sewer and water to Land Bay F has been determined to be One Million Three Hundred Fifty Thousand Dollars (\$1,350,000.00).

5. A credit for the value of the Fire and Rescue Station Site described below in Proffer VI.C. in the amount of One Million Eight Hundred Thousand Dollars (\$1,800,000.00) shall be made towards payment of the Capital Facilities Contributions to be paid pursuant to Proffer VI.A.

B. Recreation Amenities and Facilities. The Owners shall provide a combination of active and passive recreation facilities within the community as follows:

1. **Age-Restricted Recreation Facilities in Land Bays C1 and C2.** The Owners shall construct and convey to the Age-Restricted HOA (as defined in Proffer VIII) a minimum of 5,000 square feet of club house space, two tennis courts, and an outdoor swimming pool of at least 1,200 square feet of water surface, plus required parking within a Community Center facility in the location in Land Bay C1 as generally shown on the Concept Development Plan (the "Age-Restricted Community Center"). The Age-Restricted Community Center shall, at a minimum, provide space for community meetings, exercise room, a library for residents, and arts and crafts activities. The Owners shall expend a minimum of \$1,000.00 per each market rate age-restricted residential unit for the design, construction, equipping and furnishing of the Age-Restricted Community Center. The amount of the minimum expenditure shall escalate in accordance with the CPI from the base year of 2006. The Age-Restricted Community Center shall be available for use by residents of Land Bays C1 and C2. The Age-Restricted Community Center shall be open for use no later than by issuance of the 351st residential occupancy permit in Land Bays C1 and C2 combined.

2. **Town Center Recreation Facilities in Land Bay A4.** Prior to issuance of an occupancy permit for the 351st dwelling constructed within the PD-TC portion of the Property, the Owners shall construct, and the Town Center Residential Units shall have access to, an exercise room, and an outdoor or indoor swimming pool of at least 400 square feet plus a bathhouse to be located in or adjacent to one of the Town Center residential buildings.

3. **The Town Center Plaza** shall be located in the Town Center Core as shown on Sheet 10 of the Concept Development Plan. The Town Center Plaza shall be developed for passive and/or active recreation uses, temporary retail sales, and entertainment. It may be used by the members and visitors of the COA (as defined in Proffer VIII) as a local gathering place and focal point for the community, which shall be responsible for maintenance, upkeep and management of such Town Center Plaza. The Town Center Plaza shall include landscape and hardscape areas surrounded by a grid of private streets, and non-residential or residential buildings. The Town Center Plaza shall be constructed or bonded for construction as part of the site plans or construction plans and profiles for the private roads adjacent thereto, but in no event later than the approval of any site plan for Town Center non-residential uses that causes such uses to exceed 100,000 square feet, provided that the hardscape portions of the Town Center Plaza that are between a building facade and the edge of curb of the adjacent private street need not be bonded or constructed until the building adjacent to such portion of the Town Center Plaza is constructed.

4. **Crosstrail Community Park.** Until Land Bay D is developed with permitted office uses, a community park that is at least 14.2 acres in size in the location shown on the Concept Development Plan in Land Bay D shall be provided for use by the HOA and/or COA for an adult softball field, volley ball courts, multi-purpose courts, open play areas and/or other recreational facilities. The Owners shall construct within the community park an adult softball field, pedestrian trails and related parking. The Owners may construct any of the following additional facilities within Land Bay D: volleyball courts, multi-purpose courts, and/or open play areas. The construction of park improvements within Land Bay D shall occur prior to the issuance of the 351st residential occupancy permit.

5. **Public Park.** The portion of Land Bay D, which is estimated to be 40 acres in size, and the portion of Land Bay E, which portion is estimated at 15.5 acres in size, as shown on sheet 9 of the Concept Development Plan, shall be dedicated to Loudoun County and improved with public pedestrian trails as shown on Sheet 19 of the Concept Development Plan. Public parking for 10 vehicles and a public trail connection will be provided in Land Bay D to access the public park. The construction of the trails within the public park and public parking shall be completed no later than the issuance of the 351st residential occupancy permit and dedication of the park shall occur upon completion of the improvements within the public park. The bridge constructed across Sycolin Creek to connect Crosstrail Boulevard to the Dulles Greenway will be designed to permit pedestrian access under such bridge on the pedestrian trail within the public park to link the northern and southern park areas.

C. **Fire and Rescue Station Site.** Upon request by Loudoun County, after provision of water and sewer service to the site, an eight acre fire and rescue station site shall be dedicated to Loudoun County in the location shown on the Concept Development Plan in Land Bay B1 for use as a fire and rescue station.

D. **Religious Institution Site.** For ten (10) years from the date of approval of ZMAP 2005-0011, the Owners shall offer for sale to a religious institution at least five (5) acres of Land ~~Bay~~Bays A4 or A5 for use as a religious institution and related uses as permitted in the ~~IPD-1TC~~ zoning district ~~of the Town of Leesburg~~in the approximate location as shown on the Concept Development Plan. Satisfaction of Proffer VI.D. shall be achieved by delivery to the County Zoning Administrator of a fully executed listing agreement or agreements evidencing compliance with this proffer, a letter to a religious institution of an offer to convey such portion of the Property, or delivery of a bill of sale executed by the Owners or their successors in interest evidencing compliance with this proffer.

E. Pedestrian Circulation.

1. The Owners shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property in substantial conformance with the circulation system illustrated on Sheet 19 of the Concept Development Plan. Sidewalks need not be constructed in locations along the same side of the street where trails are constructed to provide the pedestrian circulation linkage depicted on Sheet 19 of the Concept Development Plan. Sidewalks and trails shall be constructed at a minimum width and of materials as required by the FSM. Sidewalks and trails shall be constructed in phases concurrently with the development of land in areas adjacent to such sidewalks and trails. Sidewalks and trails outside the public right-of-way shall be subject to an easement providing access to the residents of the Property. For trails labeled as public on Sheet 19, the Owners will convey to the County a public access easement over trails and sidewalks that are located outside the public right-of-way that will be maintained by the Age-Restricted HOA, the Non-Age Restricted HOA or the COA as those terms are defined in Proffer VII. in locations as shown on the Concept Development Plan.

2. In an effort to facilitate pedestrian accessibility, the Owners shall construct pedestrian crosswalks across the Hawling Farm Boulevard in the locations shown on Sheet 19 of the Concept Development Plan, subject to County and VDOT approval. Subject to County and VDOT approval, special paving treatments, striping, signage and/or lighting may be used in the construction of the crosswalk in order to clearly identify and facilitate pedestrian movement in these areas.

3. As adjacent areas of the Property are developed, the Owners shall develop and convey to the Age-Restricted HOA, the Non-Age-Restricted HOA or COA the SWM/BMP ponds, trails and areas illustrated on the Concept Development Plan as being located outside of development Land Bays as common areas. The declaration of covenants, conditions and restrictions recorded against the Property shall establish maintenance procedures for the common areas.

F. Tree Conservation Areas Within the areas illustrated as Tree Conservation Area on Sheet 20 of the Concept Development Plan, the Owners shall preserve existing healthy trees, provided that existing trees may be removed in the Tree Conservation Area for construction of trails, utilities, and stormwater management facilities necessary for development of the Property. The boundaries of the Tree Conservation Area shall be delineated on the construction plans approved, and on the record plat, for each section of the development. The "Tree Conservation Area" located adjacent to land disturbing areas shall be protected by fencing during the construction phase of development. Such fencing shall consist of a four foot (4') high orange plastic fence attached to wooden or metal posts. The tree protection fencing shall be installed prior to any land disturbing or clearing activities occurring on the Property and shall be clearly visible to construction personnel. If, during construction on the Property and prior to bond release, it is determined by the County in consultation with the project arborist or landscape architect that any of the healthy trees located within the Tree Conservation Area boundaries have been damaged during construction and will not survive, then the Owners shall remove each such tree and replace each such tree with two equivalent species 2 ½ - 3 inch caliper native, non-

invasive deciduous trees. The placement of the replacement trees shall be in the area of each such tree removed, or in another area as requested by the County. Clearing of scrub and understory trees within the "Tree Conservation Area" shall be permitted to create enhanced park spaces.

The HOA documents shall include a provision that prohibits removal of trees in Tree Conservation Areas as shown on the record plat after construction has been completed by the Owners without specific permission of the County Urban Forester except as necessary to accommodate Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability of the canopy. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The HOA documents shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the HOA without written approval from the County. The record plat for each portion of the Property containing a Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited except in accordance with the HOA documents.

G. Historic Preservation.

1. Spring House and Spring. The Owners will rehabilitate the fieldstone springhouse, along with the associated stone/brick lined spring, located in Land Bay C (as shown on Sheet 10 of the Concept Development Plan) no later than the issuance of the 351st residential occupancy permit in Land Bays C1 and C2 combined. The goal of the springhouse rehabilitation will be to provide an historic feature that can be accessed by the internal trail system and viewed by the residents of Land Bays C1 and C2.

2. Interpretative signage. The Owners will design and install interpretive signage along the internal trail system illustrated on the Concept Development Plan at points of interest to include historic and environmental features.

3. Use of salvaged materials in landscaping. To the extent possible, the Owners will use stone salvaged from the chimney of the Hawling Farmhouse site located on the Property in the landscaping for the Property.

H. Wetland Mitigation. Mitigation of any wetlands impacts on the Property shall be accomplished within Loudoun County. Satisfaction of wetland mitigation, if any, shall be determined during the wetland permitting process and be subject to approval by the U.S. Army Corps of Engineers (the "COE") and the Virginia Department of Environmental Quality. The portion of Crosstrail Boulevard that connects Sycolin Road to the Dulles Greenway will utilize a bridge rather than a box culvert to cross Sycolin Creek and will be constructed consistent with COE standards to minimize impacts to wetland areas within the Sycolin Creek Watershed and reduce the number of support structures in such wetland areas.

VII. EMERGENCY SERVICES

A. **Owners Contribution.** At the time of the issuance of each residential zoning permit, the Owners shall make a one time contribution to the County of One Hundred Twenty Dollars (\$120.00) per unit for each market rate residential dwelling unit. At the time of issuance of each zoning permit for non-residential construction on the Property, the Owner shall pay \$.10 per square foot to the County. The payments shall be payable to the County for equal distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, if one of the volunteer companies is no longer providing service to the Property at the time of issuance of zoning permits, this contribution obligation shall be reduced by one-half and shall only be provided to the remaining volunteer company. At such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make these contributions at the time of issuance of zoning permits shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as it is a primary provider of fire and rescue services to the Property. Such contribution shall be adjusted annually in accordance with changes to the CPI, beginning from a base year of 1988. Contributions will not be made for buildings constructed on the Public School Site or the Fire and Rescue Station Site described in these Proffers.

B. Sprinkler Systems (Residential Only).

1. The Owners shall require all builders to provide, as an option to purchasers of single family attached units constructed on the Property, the opportunity to purchase and have installed residential sprinkler systems for each such residence. The Owners shall install adequate infrastructure to ensure adequate water flow and pressure for said sprinkler systems. This proffer shall not require the builders to install such sprinkler systems in the referenced units on the Property unless the purchasers of such units choose to exercise such option prior to the start of construction and to pay costs associated with such purchase and installation.

2. The Owners shall install residential sprinkler systems in all multi-family residential units constructed on the Property. Said sprinkler systems shall be installed in accordance with applicable Building Codes.

C. **Emergency Vehicle Access.** The Owners shall provide all weather, gravel compacted access for emergency vehicles, acceptable to the Fire Marshall, to all portions of the Property under construction, no later than framing stage of construction.

VIII. OWNERS' ASSOCIATIONS

One or more homeowners' association (the "HOAs") shall be created for the residential portions of the Property, which will include an Age-Restricted HOA for Land Bays C1 and C2 and a Non-Age-Restricted HOA for Land Bays D, A4 and A5, prior to approval of the first

record subdivision plat or site plan, whichever is first in time, for residential units within each HOA area. One or more Commercial Owners Association (the "COAs") shall be established for the non-residential areas of the Property except that the public school site, the fire and rescue site and any land conveyed to the Town of Leesburg shall be excluded from the COA. The HOA(s) and COA(s) shall have among their duties, maintenance of each of the related common area amenities located within their respective Land Bays specified herein i.e., the private streets, stormwater management and stormwater ponds, common areas, passive and active recreation areas, open space areas, trails and other play areas and including maintenance of parking areas, snow removal and trash removal. The Owners shall prepare documents to create the HOA(s) and COA(s) and submit these documents for review and approval by the County (and the County shall provide comments to such documents within 60 days of the submission of such documents and within 30 days of any resubmission of such documents so as to minimize the potential of such review process to delay approval of such record plat or site plan). Documents for the HOA(s) and COA(s) shall be recorded prior to the approval of the first record subdivision plan or site plan, whichever is first in time, for residential units or non-residential units constructed on the Property. If the Town Center Plaza (or any portion thereof) is owned by the HOA(s) or COA(s), members of the non-owning associations, i.e. the HOA(s) or COA(s), as applicable, shall be permitted to use the same, subject to the payment of reasonable fees and compliance with reasonable rules and regulations. Any portion of the Property conveyed to the County, the Town of Leesburg or to the School Board shall not be included in any owners association created for the Property.

IX. DESIGN GUIDELINES AND LIGHTING

A. In order to provide for the implementation of the design concepts included in the Concept Development Plan, the Owners shall incorporate design and architectural guidelines for the Property within the documents for the HOA(s) and COA, as applicable. The guidelines shall provide for the design of streetscapes and architectural standards that will ensure the development of a unified development.

The architectural treatment of the PD-TC area will enhance the sense of identity and place established by the land plan and preserve human scale through the use of certain unifying elements. These elements include materials, textures, colors, window treatments, roof pitches, and decorative details. The stylistic or aesthetic treatment of buildings will incorporate classic elements such as cornices, string courses, classically inspired columns, colonnades, arches, and/or arcades. These elements may be arranged in such a manner as to create blocks of buildings that can be categorized as falling into different architectural styles.

To ensure a continuity of experience, all building facades/elevations will be designed to incorporate architectural elements and/or decorative details, except for those locations where a building elevation faces a service area or parking structure and is not generally visible from a public street.

This proffer shall not be interpreted to preclude the ability of individual users and tenants to use architectural themes that incorporate corporate logos and identities. Signage and architectural elements will be used to create a festive and vibrant atmosphere, particularly as it relates to the entertainment components of Crosstrail.

B. Private lighting on the Property shall be fully shielded and directed downward and inward.

X. EXISTING WELLS AND DRAINFIELDS

In accordance with County Health Department requirements, the Owners shall abandon any existing wells and drainfields located on the Property.

XI. BINDING EFFECTS

The Owners warrant that they own all interests in the Property; that they have full authority to bind the Property to these conditions; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; that the undersigned are fully authorized to sign these Proffers on behalf of the Owners; and that these Proffers are entered into voluntarily.

[SIGNATURES ON THE FOLLOWING PAGE]

LEESBURG COMMERCIAL L.C.

By: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of Leesburg Commercial L.C., who acknowledged that he/she executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 2007.

Notary Public

My Commission Expires: _____

LEESBURG AIRPORT ASSOCIATES L.C.

By: MVP Management, LLC, Manager

By: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of MVP Management, LLC, Manager of Leesburg Airport Associates L.C., who acknowledged that he/she executed the foregoing Proffers with the full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my hand and seal this _____ day of _____, 2007.

Notary Public

My Commission Expires: _____

ROAD PHASING PLAN

CROSSTRAIL - THE PETERSON COMPANIES



TRANSPORTATION MATRIX			
PHASE	LAND BAY/ LOCATION	DESCRIPTION OF ROAD IMPROVEMENTS	TIMING OF ROAD IMPROVEMENTS
1	A2- A5	Hawling Farm Boulevard; 1,900 feet from Battlefield Parkway to Town Line Street; 4 lane divided section; Town Line Street to Land Bay A2	Road bonded concurrently with approval of first record plat or site plan for up to 300,000 square feet of nonresidential uses in these land bays. Road in service before issuance of the first occupancy permit in these land bays.
1A	E, B1, and/or B2	Crosstrail Boulevard from Sycolin Road to Dulles Greenway; 4 lane divided section	Road bonded concurrently with approval of first record plat or site plan in these land bays. Road in service before issuance of the first occupancy permit in these land bays.
2	A2, A3, A4, A5, C1, C2, C3	Hawling Farm Boulevard from Battlefield Parkway to Sycolin Ridge Avenue; 4 lane divided section	Road bonded concurrently with approval of first residential record plat or site plan for up to 400 dwelling units in these land bays. Road in service before issuance of the first occupancy permit in these land bays.
3	All Land Bays	Hawling Farm Boulevard from Battlefield Parkway to Crosstrail Boulevard; 4 lane divided section Crosstrail Boulevard from Sycolin Road to Dulles Greenway; 4 lane divided section	Road bonded concurrently with approval of record plat or site plan for more than 400 dwelling units or 300,000 sq. ft. of nonresidential uses. Road in service before issuance of the first occupancy permit for either the 401 st dwelling unit or occupancy permits for 300,001 st square foot of nonresidential uses.
4A	All Land Bays	50 foot wide ramp and 70 foot wide section of off-ramp from Greenway and Town Line Street to Hawling Farm Boulevard	Roads bonded before site plan or record plat approval for the 901 st residential unit or the 1,000,001 st sq. ft. of non-residential uses. Roads in service before occupancy permits for either the 901 st residential unit or occupancy permits for the 1,000,001 st square foot of nonresidential uses to be developed on the Property.
4B	All Land Bays	If CTB does not approve the off-ramp referenced in Phase 4A, then two second left turn lanes at intersection of Battlefield Parkway and Hawling Farm Boulevard	Roads bonded before site plan or record plat approval for the 901 st residential unit or the 1,000,001 st sq. ft. of non-residential uses. Roads in service before occupancy permits for either the 901 st residential unit or occupancy permits for the 1,000,001 st square foot of nonresidential uses to be developed on the Property.
N/A	Shreve Mill Road (portion)	From Greenway to Evergreen Mills; 2 lane section	Submit plans before submission of record plat or site plan containing 301 st unit or 300,001 st sq. ft. Diligently pursue completion.
N/A	Sycolin Road (portion)	From a point that is 500 feet south of Tolbert Lane to 300 feet south of Miller Drive for a distance of approximately 3,500 feet to the southern limit line of the Town of Leesburg; one-half of 4 lane divided section	Submit plans before submission of record plat or site plan containing 750 th unit or 1,000,001 st sq. ft. Diligently pursue completion.
N/A	Battlefield Parkway (2 lane portion)	From Greenway to Evergreen Mills; 3 rd and 4 th lanes.	Submit plans before submission of record plat or site plan containing 301 st unit or 300,001 st sq. ft. Diligently pursue completion.